

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**ORDER GRANTING TRUSTEE'S THIRD OMNIBUS MOTION SEEKING TO
EXPUNGE CLAIMS AND OBJECTIONS OF CLAIMANTS THAT DID NOT INVEST
WITH BLMIS OR IN ENTITIES THAT INVESTED IN BLMIS**

Upon the motion (the "Third Omnibus Motion") [Docket No. _], by Irving H. Picard, trustee ("Trustee") for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") and the estate of Bernard L. Madoff ("Madoff") (collectively, "Debtor"), in the above-captioned SIPA liquidation proceeding, dated March 16, 2012, seeking to have the Court expunge any and all claims and objections filed by or on behalf of claimants ("Claimants") that did not invest with BLMIS, or in entities that invested with BLMIS, pursuant to section 78fff-2(b)(2) of the Securities Investor Protection Act, 15 U.S.C. § 78aaa et seq. ("SIPA"),¹ Rule 3007(d) of the Federal Rules of Bankruptcy Procedure and this

¹ Subsequent references to SIPA shall omit "15 U.S.C."

Court's order approving procedures for the filing, determination, and adjudication of customer claims in this proceeding [the "Claims Procedures Order", Docket No. 12], seeking to have the Court expunge claims and objections filed to the extent they were filed by or behalf of those Claimants that did not invest with BLMIS, or in entities that invested with BLMIS, as identified in Exhibit A under the heading "*Claims and Objections to be Expunged*" (collectively, the "Objections"), to the extent that they were filed by Claimants, all as more fully described in the Third Omnibus Motion and supported by the Cohen Affidavit, Exhibit B; and due and proper notice of the Third Omnibus Motion having been provided to (i) the U.S. Trustee; (ii) the Securities and Exchange Commission; (iii) the Internal Revenue Service; (iv) the United States Attorney for the Southern District of New York; (v) the Claimants listed on Exhibit A attached to the Third Omnibus Motion (and their counsel), and (vi) all other parties entitled to notice; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Third Omnibus Motion is in the best interests of the Debtor, its estate, creditors, and all parties in interest and that the legal and factual bases set forth in the Third Omnibus Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the Third Omnibus Motion is granted to the extent provided herein; and it is further

ORDERED that, pursuant section 78fff-2(b)(2) of SIPA and the Claims Procedures Order, the "*Claims and Objections to be Expunged*" listed on Exhibit A annexed hereto under the heading "Claims and Objections", are expunged with prejudice to the extent they relate to the Claimants identified on Exhibit A; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2012
New York, New York

UNITED STATES BANKRUPTCY JUDGE

300194854